



ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2010
OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan, Inc.

NAIC Group Code	1137	(Current Period)	1137	(Prior Period)	NAIC Company Code	12193	Employer's ID Number	20-1052897
Organized under the Laws of	Michigan				State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States							
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []			
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]			
	Other []		Is HMO, Federally Qualified? Yes [] No [X]					
Incorporated/Organized	04/22/2004		Commenced Business		10/01/2004			
Statutory Home Office	1333 Gratiot, Ste 400				Detroit, MI 48207			
	(Street and Number)				(City, State and Zip Code)			
Main Administrative Office	1333 Gratiot, Ste 400							
	(Street and Number)							
	Detroit, MI 48207				313-465-1519			
	(City, State and Zip Code)				(Area Code) (Telephone Number)			
Mail Address	1333 Gratiot, Ste 400				Detroit, MI 48207			
	(Street and Number or P.O. Box)				(City, State and Zip Code)			
Primary Location of Books and Records	1333 Gratiot, Ste 400							
	(Street and Number)							
	Detroit, MI 48207				313-465-1519			
	(City, State and Zip Code)				(Area Code) (Telephone Number) (Extension)			
Internet Web Site Address	www.omnicarehealthplan.com							
Statutory Statement Contact	Kenyata J. Rogers				313-465-1519			
	(Name)				(Area Code) (Telephone Number) (Extension)			
	KJRogers@cvty.com				313-465-1604			
	(E-Mail Address)				(Fax Number)			

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	President and Chief Executive Officer	Kenyata Jamilea Rogers	Chief Financial Officer
John Joseph Ruhlmann	Corporate Controller & Treasurer	Shirley Ann Roquemore-Smith	Secretary

OTHER OFFICERS

Jonathan David Weinberg	Assistant Secretary	Melinda L. Tuozzo	Assistant Treasurer

DIRECTORS OR TRUSTEES

Beverly Ann Allen	Kenneth A. Burdick #	Tiawauna Lowe	Claudia Bjerre
Ernestine Romero	William R. Rooney		

State of Michigan.....
County of Wayne.....
ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions* and *Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen President and Chief Executive Officer	Kenyata Jamilea Rogers Chief Financial Officer	John Joseph Ruhlmann Corporate Controller & Treasurer
Subscribed and sworn to before me this day of ,		a. Is this an original filing? Yes [X] No [] b. If no: 1. State the amendment number 2. Date filed 3. Number of pages attached
Rochelle D. Jenkins Notary Public December 25, 2011		 0

ASSETS

	Current Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Net Admitted Assets
1. Bonds (Schedule D).....	21,708,655		21,708,655	17,809,442
2. Stocks (Schedule D):				
2.1 Preferred stocks	0		0	0
2.2 Common stocks	0		0	0
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ encumbrances).....			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ (3,650,379) , Schedule E-Part 1), cash equivalents (\$2,111,316 , Schedule E-Part 2) and short-term investments (\$21,566,409 , Schedule DA).....	20,027,346		20,027,346	20,491,646
6. Contract loans (including \$premium notes)			0	0
7. Derivatives			0	
8. Other invested assets (Schedule BA)	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets.....			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	41,736,001	0	41,736,001	38,301,088
13. Title plants less \$charged off (for Title insurers only).....			0	0
14. Investment income due and accrued	216,229		216,229	215,062
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$earned but unbilled premiums).....			0	0
15.3 Accrued retrospective premiums.....			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	492,982		492,982	532,130
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset.....	647,851	2,629	645,222	755,686
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software.....	1,605	1,605	0	0
21. Furniture and equipment, including health care delivery assets (\$)	73,092	73,092	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$1,766,016) and other amounts receivable.....	2,048,679	219,373	1,829,306	2,880,968
25. Aggregate write-ins for other than invested assets	623,106	165,111	457,995	1,213,756
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	45,839,545	461,810	45,377,735	43,898,690
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	0
28. Total (Lines 26 and 27)	45,839,545	461,810	45,377,735	43,898,690
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Tax Refund Receivable.....	457,995		457,995	1,213,756
2502. Prepaid Expenses.....	149,573	149,573	0	0
2503. Vehicles.....	15,538	15,538	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	623,106	165,111	457,995	1,213,756

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	17,988,079		17,988,079	17,013,266
2. Accrued medical incentive pool and bonus amounts	1,170,846		1,170,846	638,695
3. Unpaid claims adjustment expenses	231,558		231,558	228,715
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserves			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	150,092		150,092	0
9. General expenses due or accrued	1,028,867		1,028,867	894,768
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized capital gains (losses))	69,416		69,416	1,954,509
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	7,735		7,735	15,786
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	142,263		142,263	161,891
16. Derivatives			0	
17. Payable for securities			0	0
18. Payable for securities lending			0	
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	20,788,856	0	20,788,856	20,907,630
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	10	10
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	16,600,990	16,600,990
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	7,987,879	6,390,060
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX	0	0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	24,588,879	22,991,060
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	45,377,735	43,898,690
DETAILS OF WRITE-INS				
2301.			0	0
2302.			0	0
2303.			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX.....	629,212.....	648,845.....
2. Net premium income (including \$0 non-health premium income).....	XXX.....	187,640,451.....	188,809,938.....
3. Change in unearned premium reserves and reserve for rate credits	XXX.....		0.....
4. Fee-for-service (net of \$ medical expenses)	XXX.....		0.....
5. Risk revenue	XXX.....		0.....
6. Aggregate write-ins for other health care related revenues	XXX.....	120,149.....	(2,447,406).....
7. Aggregate write-ins for other non-health revenues	XXX.....	0.....	0.....
8. Total revenues (Lines 2 to 7)	XXX.....	187,760,600.....	186,362,532.....
Hospital and Medical:			
9. Hospital/medical benefits		118,361,171.....	121,247,769.....
10. Other professional services		5,758,112.....	6,495,727.....
11. Outside referrals			0.....
12. Emergency room and out-of-area		11,901,746.....	11,481,110.....
13. Prescription drugs		20,079,716.....	21,219,448.....
14. Aggregate write-ins for other hospital and medical.....0.....	0.....	0.....	0.....
15. Incentive pool, withhold adjustments and bonus amounts.....		1,932,831.....	1,072,273.....
16. Subtotal (Lines 9 to 15)	0.....	158,033,576.....	161,516,327.....
Less:			
17. Net reinsurance recoveries		402.....	61,649.....
18. Total hospital and medical (Lines 16 minus 17)	0.....	158,033,174.....	161,454,678.....
19. Non-health claims (net).....			0.....
20. Claims adjustment expenses, including \$0 cost containment expenses.....		2,252,284.....	2,356,701.....
21. General administrative expenses.....		23,436,650.....	19,747,591.....
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....		0.....	0.....
23. Total underwriting deductions (Lines 18 through 22)	0.....	183,722,108.....	183,558,970.....
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX.....	4,038,492.....	2,803,562.....
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....		790,582.....	833,078.....
26. Net realized capital gains (losses) less capital gains tax of \$16,219		30,122.....	47,450.....
27. Net investment gains (losses) (Lines 25 plus 26)	0.....	820,704.....	880,528.....
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0.....
29. Aggregate write-ins for other income or expenses	0.....	0.....	0.....
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX.....	4,859,196.....	3,684,090.....
31. Federal and foreign income taxes incurred	XXX.....	1,290,735.....	2,067,883.....
32. Net income (loss) (Lines 30 minus 31)	XXX.....	3,568,461.....	1,616,207.....
DETAILS OF WRITE-INS			
0601. Quality Assurance Assessment.....	XXX.....		(2,576,783).....
0602. Other Revenue.....	XXX.....	120,149.....	129,377.....
0603.	XXX.....		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX.....	0.....	0.....
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX.....	120,149.....	(2,447,406).....
0701.	XXX.....		0.....
0702.	XXX.....		0.....
0703.	XXX.....		0.....
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX.....	0.....	0.....
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX.....	0.....	0.....
1401.			0.....
1402.			0.....
1403.			0.....
1498. Summary of remaining write-ins for Line 14 from overflow page	0.....	0.....	0.....
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0.....	0.....	0.....
2901.			0.....
2902.			0.....
2903.			0.....
2998. Summary of remaining write-ins for Line 29 from overflow page	0.....	0.....	0.....
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0.....	0.....	0.....

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year	2 Prior Year
CAPITAL & SURPLUS ACCOUNT		
33. Capital and surplus prior reporting year	22,991,060	20,821,732
34. Net income or (loss) from Line 32	3,568,461	1,616,207
35. Change in valuation basis of aggregate policy and claim reserves		0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0
37. Change in net unrealized foreign exchange capital gain or (loss)		0
38. Change in net deferred income tax	(107,836)	439,531
39. Change in nonadmitted assets	(246,806)	113,590
40. Change in unauthorized reinsurance	0	0
41. Change in treasury stock	0	0
42. Change in surplus notes	0	0
43. Cumulative effect of changes in accounting principles		0
44. Capital Changes:		
44.1 Paid in	0	0
44.2 Transferred from surplus (Stock Dividend)		0
44.3 Transferred to surplus		0
45. Surplus adjustments:		
45.1 Paid in	0	0
45.2 Transferred to capital (Stock Dividend)	0	0
45.3 Transferred from capital		0
46. Dividends to stockholders	(1,616,000)	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0
48. Net change in capital & surplus (Lines 34 to 47)	1,597,819	2,169,328
49. Capital and surplus end of reporting year (Line 33 plus 48)	24,588,879	22,991,060
DETAILS OF WRITE-INS		
4701.		0
4702.		0
4703.		0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0

CASH FLOW

Cash from Operations		1 Current Year	2 Prior Year
1. Premiums collected net of reinsurance.....		187,790,543	188,809,938
2. Net investment income		930,850	987,336
3. Miscellaneous income		1,083,469	(3,519,667)
4. Total (Lines 1 through 3)		189,804,862	186,277,607
5. Benefit and loss related payments		156,618,095	160,827,981
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0
7. Commissions, expenses paid and aggregate write-ins for deductions		25,551,993	21,536,458
8. Dividends paid to policyholders			0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)		3,192,048	258,483
10. Total (Lines 5 through 9)		185,362,136	182,622,922
11. Net cash from operations (Line 4 minus Line 10)		4,442,726	3,654,685
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds		4,465,948	1,279,676
12.2 Stocks		0	0
12.3 Mortgage loans		0	0
12.4 Real estate		0	0
12.5 Other invested assets		0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		0	0
12.7 Miscellaneous proceeds		0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)		4,465,948	1,279,676
13. Cost of investments acquired (long-term only):			
13.1 Bonds		8,460,251	515,525
13.2 Stocks		0	0
13.3 Mortgage loans		0	0
13.4 Real estate		0	0
13.5 Other invested assets		0	0
13.6 Miscellaneous applications		0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)		8,460,251	515,525
14. Net increase (decrease) in contract loans and premium notes		0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)		(3,994,303)	764,151
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes		0	0
16.2 Capital and paid in surplus, less treasury stock.....		0	0
16.3 Borrowed funds		0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities			0
16.5 Dividends to stockholders		1,616,000	0
16.6 Other cash provided (applied).....		703,278	359,715
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)		(912,722)	359,715
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)		(464,299)	4,778,551
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year		20,491,645	15,713,094
19.2 End of year (Line 18 plus Line 19.1).....		20,027,346	20,491,645

2010 OMNICARE ANNUAL STATEMENT OF THE OmniCare Health Plan, Inc.

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income	187,640,451	.0	.0	.0	.0	.0	.0	187,640,451	.0	.0
2. Change in unearned premium reserves and reserve for rate credit .....	.0									
3. Fee-for-service (net of \$ medical expenses) .....	.0									XXX
4. Risk revenue .....	.0									XXX
5. Aggregate write-ins for other health care related revenues	120,149	.0	.0	.0	.0	.0	.0	120,149	.0	XXX
6. Aggregate write-ins for other non-health care related revenues .....	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	.0
7. Total revenues (Lines 1 to 6)	187,760,600	.0	.0	.0	.0	.0	.0	187,760,600	.0	.0
8. Hospital/medical benefits	118,361,171							118,361,171		XXX
9. Other professional services	5,758,112							5,758,112		XXX
10. Outside referrals .....	.0									XXX
11. Emergency room and out-of-area	11,901,746							11,901,746		XXX
12. Prescription drugs	20,079,716							20,079,716		XXX
13. Aggregate write-ins for other hospital and medical .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	XXX
14. Incentive pool, withhold adjustments and bonus amounts	1,932,831							1,932,831		XXX
15. Subtotal (Lines 8 to 14)	158,033,576	.0	.0	.0	.0	.0	.0	158,033,576	.0	XXX
16. Net reinsurance recoveries	402							402		XXX
17. Total hospital and medical (Lines 15 minus 16)	158,033,174	.0	.0	.0	.0	.0	.0	158,033,174	.0	XXX
18. Non-health claims (net) .....	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	.0
19. Claims adjustment expenses including \$0 cost containment expenses	2,252,284							2,252,284		
20. General administrative expenses	23,436,650							23,436,650		
21. Increase in reserves for accident and health contracts .....	.0									XXX
22. Increase in reserves for life contracts .....	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22)	183,722,108	.0	.0	.0	.0	.0	.0	183,722,108	.0	.0
24. Net underwriting gain or (loss) (Line 7 minus Line 23)	4,038,492	0	0	0	0	0	0	4,038,492	0	0
DETAILS OF WRITE-INS										
0501. Other Revenue	120,149							120,149		XXX
0502. ....	.0									XXX
0503. ....	.0									XXX
0598. Summary of remaining write-ins for Line 5 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	XXX
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	120,149	0	0	0	0	0	0	120,149	0	XXX
0601. ....	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602. ....	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603. ....	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page .....	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	.0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301. ....	.0									XXX
1302. ....	.0									XXX
1303. ....	.0									XXX
1398. Summary of remaining write-ins for Line 13 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	XXX
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above)	0	0	0	0	0	0	0	0	0	XXX

UNDERWRITING AND INVESTMENT EXHIBIT
PART 1 - PREMIUMS

	1	2	3	4
Line of Business	Direct Business	Reinsurance Assumed	Reinsurance Ceded	Net Premium Income (Cols. 1+2-3)
1. Comprehensive (hospital and medical) .....				.0
2. Medicare Supplement .....				.0
3. Dental only.....				.0
4. Vision only.....				.0
5. Federal Employees Health Benefits Plan .....				.0
6. Title XVIII - Medicare .....				.0
7. Title XIX - Medicaid.....	188,695,460		1,055,009	187,640,451
8. Other health.....				.0
9. Health subtotal (Lines 1 through 8)	188,695,460	.0	1,055,009	187,640,451
10. Life .....				.0
11. Property/casualty.....				.0
12. Totals (Lines 9 to 11)	188,695,460	0	1,055,009	187,640,451

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 – CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non- Health
1. Payments during the year:										
1.1 Direct	155,383,026							155,383,026		
1.2 Reinsurance assumed	0									
1.3 Reinsurance ceded	39,550							39,550		
1.4 Net	155,343,476	0	0	0	0	0	0	155,343,476	0	0
2. Paid medical incentive pools and bonuses	1,400,681							1,400,681		
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	17,988,076	0	0	0	0	0	0	17,988,076	0	0
3.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
3.4 Net	17,988,076	0	0	0	0	0	0	17,988,076	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct	0							0		
4.2 Reinsurance assumed	0									
4.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	
4.4 Net	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year	1,170,846							1,170,846		
6. Net healthcare receivables (a).....	257,091							257,091		
7. Amounts recoverable from reinsurers December 31, current year	492,982							492,982		
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	17,013,266	0	0	0	0	0	0	17,013,266	0	0
8.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
8.4 Net	17,013,266	0	0	0	0	0	0	17,013,266	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct	0	0	0	0	0	0	0	0	0	0
9.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
9.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
9.4 Net	0	0	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year.....	638,695	0	0	0	0	0	0	638,695	0	0
11. Amounts recoverable from reinsurers December 31, prior year	532,130	0	0	0	0	0	0	532,130	0	0
12. Incurred benefits:										
12.1 Direct	156,100,745	0	0	0	0	0	0	156,100,745	0	0
12.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded	402	0	0	0	0	0	0	402	0	0
12.4 Net	156,100,343	0	0	0	0	0	0	156,100,343	0	0
13. Incurred medical incentive pools and bonuses	1,932,832	0	0	0	0	0	0	1,932,832	0	0

(a) Excludes \$ loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital and Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1. Direct	6,429,049							6,429,049		
1.2. Reinsurance assumed .....	.0									
1.3. Reinsurance ceded .....	.0									
1.4. Net	6,429,049	.0	.0	.0	.0	.0	.0	6,429,049	.0	.0
2. Incurred but Unreported:										
2.1. Direct	11,559,027							11,559,027		
2.2. Reinsurance assumed .....	.0									
2.3. Reinsurance ceded .....	.0									
2.4. Net	11,559,027	.0	.0	.0	.0	.0	.0	11,559,027	.0	.0
3. Amounts Withheld from Paid Claims and Capitations:										
3.1. Direct .....	.0									
3.2. Reinsurance assumed .....	.0									
3.3. Reinsurance ceded .....	.0									
3.4. Net .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. TOTALS:										
4.1. Direct	17,988,076	.0	.0	.0	.0	.0	.0	17,988,076	.0	.0
4.2. Reinsurance assumed .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4.3. Reinsurance ceded .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4.4. Net	17,988,076	.0	.0	.0	.0	.0	.0	17,988,076	.0	.0

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability Dec. 31 of Current Year		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only.....					0	0
4. Vision Only.....					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid.....	15,382,272	139,961,204	300,361	17,687,718	15,682,633	17,013,266
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	15,382,272	139,961,204	300,361	17,687,718	15,682,633	17,013,266
10. Healthcare receivables (a).....		217,947			0	0
11. Other non-health.....					0	0
12. Medical incentive pools and bonus amounts	444,985	955,696	0	1,170,846	444,985	638,695
13. Totals (Lines 9-10+11+12)	15,827,257	140,698,953	300,361	18,858,564	16,127,618	17,651,961

(a) Excludes \$1,439 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2006	2 2007	3 2008	4 2009	5 2010
1. Prior	146,685	146,659	146,634	146,590	146,571
2. 2006	102,614	112,902	112,887	112,818	112,794
3. 2007	XXX	131,309	144,719	144,534	144,399
4. 2008	XXX	XXX	139,127	153,228	153,256
5. 2009	XXX	XXX	XXX	147,122	163,100
6. 2010	XXX	XXX	XXX	XXX	140,690

Section B – Incurred Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2006	2 2007	3 2008	4 2009	5 2010
1. Prior	147,026	146,659	146,634	146,590	146,571
2. 2006	118,329	113,023	112,887	112,818	112,794
3. 2007	XXX	148,524	145,449	144,568	144,399
4. 2008	XXX	XXX	155,452	153,328	153,273
5. 2009	XXX	XXX	XXX	164,639	163,383
6. 2010	XXX	XXX	XXX	XXX	159,558

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Title XIX Medicaid

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2006.....	146,962	112,794	2,741	2.4	115,535	78.6			115,535	78.6
2. 2007.....	176,086	144,399	2,588	1.8	146,987	83.5			146,987	83.5
3. 2008.....	177,558	153,256	2,300	1.5	155,556	87.6	17		155,573	87.6
4. 2009.....	188,810	163,100	2,613	1.6	165,713	87.8	283	7	166,003	87.9
5. 2010	187,640	140,690	2,047	1.5	142,737	76.1	18,859	225	161,821	86.2

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Grand Total

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2006	2 2007	3 2008	4 2009	5 2010
1. Prior	146,685	146,659	146,634	146,590	146,571
2. 2006	102,614	112,902	112,887	112,818	112,794
3. 2007	XXX	131,309	144,719	144,534	144,399
4. 2008	XXX	XXX	139,127	153,228	153,256
5. 2009	XXX	XXX	XXX	147,122	163,100
6. 2010	XXX	XXX	XXX	XXX	140,690

Section B - Incurred Health Claims - Grand Total

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2006	2 2007	3 2008	4 2009	5 2010
1. Prior	147,026	146,659	146,634	146,590	146,571
2. 2006	118,329	113,023	112,887	112,818	112,794
3. 2007	XXX	148,524	145,449	144,568	144,399
4. 2008	XXX	XXX	155,452	153,328	153,273
5. 2009	XXX	XXX	XXX	164,639	163,383
6. 2010	XXX	XXX	XXX	XXX	159,558

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Grand Total

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2006	146,962	112,794	2,741	2.4	115,535	78.6	.0	.0	115,535	78.6
2. 2007	176,086	144,399	2,588	1.8	146,987	83.5	.0	.0	146,987	83.5
3. 2008	177,558	153,256	2,300	1.5	155,556	87.6	17	.0	155,573	87.6
4. 2009	188,810	163,100	2,613	1.6	165,713	87.8	283	.7	166,003	87.9
5. 2010	187,640	140,690	2,047	1.5	142,737	76.1	18,859	225	161,821	86.2

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1	2	3	4	5	6	7	8	9
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1. Unearned premium reserves.....	.0								
2. Additional policy reserves (a).....	.0								
3. Reserve for future contingent benefits.....	.0								
4. Reserve for rate credits or experience rating refunds (including \$ for investment income).....	.0								
5. Aggregate write-ins for other policy reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
6. Totals (gross) .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
7. Reinsurance ceded .....	.0								
8. Totals (Net) (Page 3, Line 4)	0	0	0	0	0	0	0	0	0
9. Present value of amounts not yet due on claims .....	.0		NONE						
10. Reserve for future contingent benefits .....	.0								
11. Aggregate write-ins for other claim reserves .....	.0	.0		.0	.0	.0	.0	.0	.0
12. Totals (gross) .....	.0	.0		.0	.0	.0	.0	.0	.0
13. Reinsurance ceded .....	.0								
14. Totals (Net) (Page 3, Line 7)	0	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS									
0501.									
0502.									
0503.									
0598. Summary of remaining write-ins for Line 5 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0
1101.									
1102.									
1103.									
1198. Summary of remaining write-ins for Line 11 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0	0	0	0	0	0

(a) Includes \$ premium deficiency reserve.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$for occupancy of own building).....		50,287	329,657		379,944
2. Salaries, wages and other benefits.....		1,296,764	7,764,585		9,061,349
3. Commissions (less \$ceded plus \$assumed).....			2,540		2,540
4. Legal fees and expenses.....		8,800	23,606		32,406
5. Certifications and accreditation fees.....					0
6. Auditing, actuarial and other consulting services.....		118,593	266,377		384,970
7. Traveling expenses.....		30,801	137,241		168,042
8. Marketing and advertising.....		3,981	265,382		269,363
9. Postage, express and telephone.....		66,211	222,190		288,401
10. Printing and office supplies.....		78,992	411,578		490,570
11. Occupancy, depreciation and amortization.....			35,654		35,654
12. Equipment.....		3,143	34,678		37,821
13. Cost or depreciation of EDP equipment and software.....		238,861	532,082		770,943
14. Outsourced services including EDP, claims, and other services.....			680,020		680,020
15. Boards, bureaus and association fees.....			66,993		66,993
16. Insurance, except on real estate.....		16,972	37,746		54,718
17. Collection and bank service charges.....					0
18. Group service and administration fees.....					0
19. Reimbursements by uninsured plans.....					0
20. Reimbursements from fiscal intermediaries.....					0
21. Real estate expenses.....					0
22. Real estate taxes.....					0
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes.....		7,124	795,387		802,511
23.2 State premium taxes.....			11,090,875		11,090,875
23.3 Regulatory authority licenses and fees.....					0
23.4 Payroll taxes.....		88,421	536,058		624,479
23.5 Other (excluding federal income and real estate taxes).....			6,897		6,897
24. Investment expenses not included elsewhere.....			5,110	39,269	44,379
25. Aggregate write-ins for expenses.....	0	243,334	191,994	0	435,328
26. Total expenses incurred (Lines 1 to 25).....	0	2,252,284	23,436,650	39,269	(a) 25,728,203
27. Less expenses unpaid December 31, current year.....		231,558	1,028,866		1,260,424
28. Add expenses unpaid December 31, prior year.....	0	228,715	894,768	0	1,123,483
29. Amounts receivable relating to uninsured plans, prior year.....	0	0	0	0	0
30. Amounts receivable relating to uninsured plans, current year.....					0
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	0	2,249,441	23,302,552	39,269	25,591,262
DETAILS OF WRITE-INS					
2501. Other Administration Expenses.....		243,334	191,994		435,328
2502.					
2503.					
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0	0
2599. Totals (Line 2501 through 2503 + 2598) (Line 25 above)	0	243,334	191,994	0	435,328

(a) Includes management fees of \$6,795,490 to affiliates and \$to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1	2
		Collected During Year	Earned During Year
1.	U.S. Government bonds	(a).....43,818	.....40,051
1.1	Bonds exempt from U.S. tax	(a).....0	.....0
1.2	Other bonds (unaffiliated)	(a).....745,472	.....749,498
1.3	Bonds of affiliates	(a).....0	.....0
2.1	Preferred stocks (unaffiliated)	(b).....0	.....0
2.11	Preferred stocks of affiliates	(b).....0	.....0
2.2	Common stocks (unaffiliated) .....	.....0	.....0
2.21	Common stocks of affiliates .....	.....0	.....0
3.	Mortgage loans	(c).....0	.....0
4.	Real estate	(d).....0	.....0
5.	Contract loans .....	.....0	.....0
6.	Cash, cash equivalents and short-term investments	(e).....39,394	.....40,302
7.	Derivative instruments	(f).....0	.....0
8.	Other invested assets .....	.....0	.....0
9.	Aggregate write-ins for investment income .....	.....0	.....0
10.	Total gross investment income	828,684	829,851
11.	Investment expenses		(g).....39,269
12.	Investment taxes, licenses and fees, excluding federal income taxes		(g).....0
13.	Interest expense		(h).....0
14.	Depreciation on real estate and other invested assets		(i).....0
15.	Aggregate write-ins for deductions from investment income .....		.....0
16.	Total deductions (Lines 11 through 15) .....		.....39,269
17.	Net investment income (Line 10 minus Line 16)		790,582
DETAILS OF WRITE-INS			
0901.	.....	.....0	.....0
0902.	.....	.....0	.....0
0903.	.....	.....0	.....0
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....0	.....0
0999.	Totals (Lines 0901 through 0903) plus 0998 (Line 9 above)	0	0
1501.	.....		.....0
1502.	.....		.....0
1503.	.....		.....0
1598.	Summary of remaining write-ins for Line 15 from overflow page .....		.....0
1599.	Totals (Lines 1501 through 1503) plus 1598 (Line 15 above)		0

(a) Includes \$20,866 accrual of discount less \$162,301 amortization of premium and less \$37,546 paid for accrued interest on purchases.
(b) Includes \$0 accrual of discount less \$0 amortization of premium and less \$0 paid for accrued dividends on purchases.
(c) Includes \$0 accrual of discount less \$0 amortization of premium and less \$0 paid for accrued interest on purchases.
(d) Includes \$0 for company's occupancy of its own buildings; and excludes \$0 interest on encumbrances.
(e) Includes \$0 accrual of discount less \$0 amortization of premium and less \$0 paid for accrued interest on purchases.
(f) Includes \$0 accrual of discount less \$0 amortization of premium.
(g) Includes \$0 investment expenses and \$39,269 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
(h) Includes \$0 interest on surplus notes and \$0 interest on capital notes.
(i) Includes \$0 depreciation on real estate and \$0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1	2	3	4	5
		Realized Gain (Loss) On Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds .....	.....0	.....0	.....0	.....0	.....0
1.1	Bonds exempt from U.S. tax .....	.....0	.....0	.....0	.....0	.....0
1.2	Other bonds (unaffiliated) .....	.....46,341	.....0	.....46,341	.....0	.....0
1.3	Bonds of affiliates .....	.....0	.....0	.....0	.....0	.....0
2.1	Preferred stocks (unaffiliated) .....	.....0	.....0	.....0	.....0	.....0
2.11	Preferred stocks of affiliates .....	.....0	.....0	.....0	.....0	.....0
2.2	Common stocks (unaffiliated) .....	.....0	.....0	.....0	.....0	.....0
2.21	Common stocks of affiliates .....	.....0	.....0	.....0	.....0	.....0
3.	Mortgage loans .....	.....0	.....0	.....0	.....0	.....0
4.	Real estate .....	.....0	.....0	.....0	.....0	.....0
5.	Contract loans .....	.....0	.....0	.....0	.....0	.....0
6.	Cash, cash equivalents and short-term investments .....	.....0	.....0	.....0	.....0	.....0
7.	Derivative instruments .....	.....0	.....0	.....0	.....0	.....0
8.	Other invested assets .....	.....0	.....0	.....0	.....0	.....0
9.	Aggregate write-ins for capital gains (losses) .....	.....0	.....0	.....0	.....0	.....0
10.	Total capital gains (losses)	46,341	0	46,341	0	0
DETAILS OF WRITE-INS						
0901.	.....	.....0	.....0	.....0	.....0	.....0
0902.	.....	.....0	.....0	.....0	.....0	.....0
0903.	.....	.....0	.....0	.....0	.....0	.....0
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....0	.....0	.....0	.....0	.....0
0999.	Totals (Lines 0901 through 0903) plus 0998 (Line 9 above)	0	0	0	0	0

EXHIBIT OF NONADMITTED ASSETS

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....	0	0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks	0	0	0
2.2 Common stocks	0	0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens	0	0	0
3.2 Other than first liens	0	0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company	0	0	0
4.2 Properties held for the production of income.....	0	0	0
4.3 Properties held for sale	0	0	0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....	0	0	0
6. Contract loans	0	0	0
7. Derivatives	0		0
8. Other invested assets (Schedule BA)	0	0	0
9. Receivables for securities	0	0	0
10. Securities lending reinvested collateral assets.....	0		0
11. Aggregate write-ins for invested assets	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	0	0	0
13. Title plants (for Title insurers only).....	0	0	0
14. Investment income due and accrued	0	0	0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection	0	0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.	0	0	0
15.3 Accrued retrospective premiums.....	0	0	0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0
17. Amounts receivable relating to uninsured plans	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0
18.2 Net deferred tax asset.....	2,629	0	(2,629)
19. Guaranty funds receivable or on deposit	0	0	0
20. Electronic data processing equipment and software.....	1,605	2,443	838
21. Furniture and equipment, including health care delivery assets	73,092	38,678	(34,414)
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0
23. Receivables from parent, subsidiaries and affiliates	0	0	0
24. Health care and other amounts receivable.....	219,373	0	(219,373)
25. Aggregate write-ins for other than invested assets	165,111	173,883	8,772
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	461,810	215,004	(246,806)
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
28. Total (Lines 26 and 27)	461,810	215,004	(246,806)
DETAILS OF WRITE-INS			
1101.			0
1102.			0
1103.			0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0
2501.	0	0	0
2502. Prepaid Expenses.....	149,573	153,789	4,216
2503. Auto.....	15,538	20,094	4,556
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	165,111	173,883	8,772

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations.....	53,912	53,562	52,598	51,651	50,923	629,212
2. Provider Service Organizations.....	.0					
3. Preferred Provider Organizations.....	.0					
4. Point of Service.....	.0					
5. Indemnity Only.....	.0					
6. Aggregate write-ins for other lines of business.....	.0	.0	.0	.0	.0	.0
7. Total	53,912	53,562	52,598	51,651	50,923	629,212
DETAILS OF WRITE-INS						
0601. ....	.0					
0602. ....	.0					
0603. ....	.0					
0698. Summary of remaining write-ins for Line 6 from overflow page .....	.0	.0	.0	.0	.0	.0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Basis of Presentation

The accompanying financial statements of the Plan have been prepared in conformity with the NAIC Accounting Practices and Procedures manual except to the extent that Michigan law differs.

At December 31, 2010 and 2009, healthcare receivables consist of provider advances and capitation premium, maternity case rates, and reimbursement of certain drug costs due from the Michigan Department of Community Health. At December 31, 2010 and 2009, provider advances of \$1,439 and \$0 were non-admitted in accordance with the accounting practices and procedures prescribed by the Michigan Office of Financial and Insurance Regulation. Such provider advances would have been admitted pursuant to NAIC statutory accounting practices and procedures. The effect of having non-admitted the provider advances was a \$1,439 and \$0 reduction of the Plan’s statutory surplus at December 31, 2010 and 2009, respectively.

	2010	2009
Net income Michigan State Basis	\$3,568,460	\$1,616,207
State Prescribed Practice		
Disallowance of Provider Advances	0	0
Net Income, NAIC SAP Basis	3,568,460	1,616,207
Statutory Surplus Michigan Basis	24,588,879	22,991,060
State Prescribed Practices		
Disallowance of Provider Advances	1,439	0
Statutory Surplus, NAIC SAP	24,590,318	22,991,060

Using the Michigan prescribed practice did not impact or trigger a risk based capital regulatory event.

B. Use of Estimates

The presentation of the Financial Statements in conformity with the NAIC Annual Statement Instructions and Accounting Practices and Procedures Manual requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policies

(1) Short-term Investments

Short-term investments are carried at amortized cost.

(2) Bonds

Bonds, including amounts reserved pursuant to State of Michigan requirements, generally are stated at amortized cost, except for bonds that are rated by the NAIC as a class 3-6 which are reported as the lower of amortized cost or fair market value. Bonds are amortized using the scientific to worst constant yield methodology.

(3) Common Stocks

Common stocks are stated at fair market value, except for investments in stocks of unconsolidated subsidiaries and affiliates in which the company has an interest of 10% or more.

(4) Preferred Stocks

Redeemable preferred stock that have a NAIC designation of 1-2 are stated at amortized cost, those in NAIC class 3-6 are stated at the lower of amortized cost or fair market value. Perpetual preferred stock that have a NAIC designation of 1-2 are stated at fair market value, those that have a designation of 3-6 are carried at the lower of amortized cost or fair market value.

(5) Mortgage Loans – Not Applicable

(6) Loan-backed Securities

Loan-backed securities are stated at either amortized cost or the lower of amortized cost or fair market value. The company applies the retrospective method of valuing loan-backed and asset backed securities.

(7) Investments in Subsidiaries, Controlled and Affiliated Companies – Not Applicable

(8) Investments in Joint Ventures, Partnerships & Limited Liability Companies – Not Applicable.

(9) Derivatives – Not Applicable

(10) Premium Deficiency Reserve –

Premium deficiency calculations do not utilize anticipated investment income as a factor

(11) Claims Unpaid and Unpaid Claims Adjustment Expenses

Claims unpaid includes the cost of services for which providers have submitted claims, as well as management’s estimate of the cost of claims that have been incurred but not reported (IBNR). Unpaid claims adjustment expenses are an estimate of the cost to process the IBNR claims. The cost of claims that have been incurred but not reported has been estimated by management based on relevant historical data and trends. Management believes that methodologies employed to estimate the unpaid claims liability are reasonable and the unpaid claims liability recorded is appropriate. Management’s estimate may change in the future. Any favorable or unfavorable changes are reflected in operations when determined.

NOTES TO FINANCIAL STATEMENTS

(12) Capitalization Policy

The Company has not modified its capitalization policy from the prior period.

(13) Pharmaceutical Rebate Receivable – Not Applicable

2. Accounting Changes and Corrections of Errors

Not Applicable.

3. Business Combinations and Goodwill

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans – Not Applicable

B. Debt Restructuring – Not Applicable

C. Reverse Mortgages – Not Applicable

D. Loan backed securities

- (1) Carrying value for structured securities have been determined in accordance with the guidelines of the NAIC. Fair value is determined using a pricing hierarchy starting with a widely accepted pricing vendor, followed by external broker/dealers, Bloomberg analytic modeling and a benchmark to index model.
- (2) The Company uses a proprietary model for loss assumptions and widely accepted models for prepayment assumptions in valuing mortgage-back and asset-backed securities with inputs from major third party data providers. It combines the effects of interest rates, volatility, and pre-payment speeds based on various scenarios and simulations (Monte Carlo) with credit loss analysis and resulting effective analytics (spreads, duration, convexity) and cash-flows on a monthly basis. Model assumptions are specific to asset class and collateral types and are regularly evaluated and adjusted where appropriate.
- (3) Credit risk concentrations are evaluated in our base security analysis through exposure stratification of the collateral attributes. The Company will then apply an appropriate credit default curve reflecting our forecasted expectations of future defaults and losses.
- (4) There are a number of factors that are considered in determining if there is not an other-than- temporary-impairment on an investment, including but not limited to, debt burden, credit ratings, sector, liquidity, financial flexibility, company management, expected earnings and cash flow stream, and economic prospects associated with the investment. The Company did not have any investments with an other – than – temporary impairment.
- (5) All investments in an unrealized loss position are evaluated for an other-than-temporary-impairment based on the severity level and length of time. As the magnitude of the loss increases so does the degree of analysis in determining if an other-than-temporary-loss exists.

E. Repurchase Agreements – Not Applicable

F. Real Estate – Not Applicable.

G. Investments in low - income housing credits – Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

Not Applicable.

7. Investment Income

- A. All investment income due and accrued that is determined to be in default is written-off and future accruals cease to be reported/admitted.
- B. The Plan has not excluded any investment income due and accrued from surplus as amounts determined to be in default are written off.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

The components of the net deferred tax asset (DTA) and net deferred tax liability (DTL) as of December 31, 2010 and 2009 are as follows:

	2010			2009		
	Capital	Ordinary	Total	Capital	Ordinary	Total
Gross deferred tax assets	0	679,397	679,397	15,907	783,618	799,525

NOTES TO FINANCIAL STATEMENTS

Statutory valuation allowance						
Adjusted gross deferred tax asset	0	679,397	679,397	15,907	783,618	799,525
Gross deferred tax liabilities		31,547	31,547	0	43,840	43,840
Net deferred tax asset before admissibility test	0	647,851	647,851	15,907	739,779	755,686
Less: Deferred tax asset nonadmitted	0	2,629	2,629	0	(0)	0
Net deferred tax asset	0	645,222	645,222	15,907	739,779	755,686
Increase(decrease) in DTA nonadmitted			2,629			(27,261)

The amount of admitted adjusted gross deferred tax asset under each component of SSAP10R during 2010 and 2009 is as follows:

		December 31, 2010			December 31, 2009		
		Capital	Ordinary	Total	Capital	Ordinary	Total
Federal income taxes recoverable through loss carryback	10.a	-	645,222	645,222			
Adjusted gross DTA expected to be realized in one year	10.b.i	-	-	-	15,907	741,216	757,123
10% adjusted capital and surpluss limit	10 b ii			2,378,086			2,104,096
Admitted pursuant to Paragraph 10.b (lesser of i. or ii.)		-	-	-	15,907	741,216	757,123
Additional admitted pursuant to Paragraph 10.c		-	31,547	31,547	-	42,402	42,402
Risk-based capital: Total adjusted capital				-			-
Authorized control level				-			-
Additional admitted pursuant to 10.e.i	10.e.i	-	-	-	-	-	-
Adjusted gross DTA expected to be realized in three years	10.eii.a	-	-	-	-	-	-
15% adjusted statutory capital and surplus limit	10.e.ii.b	-	-	-	-	-	-
Additional permitted pursuant to 10.e.ii (lesser of a or b)		-	-	-	-	-	-
Additional admitted pursuant to 10.e.iii	10.e.iii	-	-	-	-	-	-
		-	-	-	-	-	-
Total Admitted DTA		-	676,768	676,768	15,907	783,618	799,525
Total DTL		-	(31,547)	(31,547)	-	(43,840)	(43,840)
Net admitted DTA		-	645,222	645,222	15,907	739,779	755,686
Nonadmitted DTA		-	2,629	2,629	0	(0)	-

The company has elected not to admit additional deferred tax assets pursuant to SSAP10R paragraph 10.e. The current period election does not differ from prior reporting period.

The tax effects of temporary differences that give rise to significant portions of deferred tax assets and liabilities as of December 31, 2010 and 2009 are as follows:

	2010	2009	Change	Character
Deferred tax assets:				
Unpaid claims	133,711	123,300	10,411	Ordinary
Unearned premiums	10,506	-	10,506	Ordinary
Allowance for doubtful accounts	255,000	501,910	(246,910)	Ordinary
Depreciation	-	-	-	Ordinary
Intangible amortization	-	-	-	Ordinary
Capital gain/loss	-	15,907	(15,907)	Capital
Other accrued liabilities	84,904	83,157	1,747	Ordinary
Non admitted assets	160,713	75,251	85,462	Ordinary
Net operating loss carryforward	-	-	-	Ordinary
Other	34,563	-	34,563	Ordinary
Total deferred tax assets	679,397	799,525	(120,128)	
Non admitted deferred tax assets	(2,629)	-	(2,629)	

NOTES TO FINANCIAL STATEMENTS

Admitted deferred tax assets	676,768	799,525	(122,757)	
Deferred tax liabilities				
Unrealized gains and losses	-	-	-	Ordinary
Other	(31,547)	(43,840)	12,293	Ordinary
Total Deferred tax liabilities	(31,547)	(43,840)	12,293	
Net admitted deferred tax assets	645,222	755,686	(110,464)	

The provision for income taxes on earnings for years ended December 31, 2010 and 2009 are:

	2010	2009
Federal	1,673,494	1,990,178
Tax on capital gains	16,219	16,608
Foreign		
Change in estimate	(382,760)	61,098
Federal and foreign income taxes incurred	1,306,954	2,067,883

The Company has no net operating loss carryforwards.

The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory federal income tax rate to income before taxes. These differences for the years ended December 31, 2010 and 2009 may be summarized as follows:

	December 31,	
	2010	2009
Provision computed at statutory rate	1,706,395	1,289,432
Tax-exempt interest, net	(99,855)	(103,145)
State taxes	-	375,325
Change in Estimate	(382,760)	61,098
Unpaid claims	10,411	4,570
Unearned premiums	10,506	-
Allowance for doubtful accounts	(246,910)	466,680
Depreciation and amortization	(2,709)	8,645
Capital gains/(losses)	(15,907)	(34,263)
Other accrued liabilities	23,822	34,424
Net operating loss utilization	-	-
Other permanent	270,942	(24,573)
Other temporary	33,020	(10,308)
Income tax provision per accompanying statements of operations-statutory basis	1,306,954	2,067,883

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

- A. The Plan is wholly owned by Coventry Health Care, Inc. (Parent Company). The Parent Company provides general management services, including senior management services, consulting and administrative services to the Plan. The Company also reimburses the Parent Company for certain expenses paid by the Parent Company on behalf of the Plan. Under the terms of the management services agreement between the Plan and the Parent Company, the Plan incurred management fees of \$1,982,018 and \$2,043,890 in 2010 and 2009, respectively. At December 31, 2010 and 2009, \$0 and \$0 was due from the Parent Company for overpayment of taxes.
- B. Coventry Management Services, Inc., which is wholly owed by the Parent Company, provides general management services, including information systems, consulting and service center operations to the Plan. Under the terms of the management services agreement between the Plan and Coventry Management Services, Inc., the Plan incurred management fees of \$4,813,472 and \$4,963,733 in 2010 and 2009, respectively.
- C. The Plan has an Insolvency Continuation Agreement and Guarantee Agreement with Coventry Health and Life Insurance Company, a wholly owned subsidiary of Coventry Health Care, Inc. The premium for this insurance coverage is \$0.05 PMPM.

NOTES TO FINANCIAL STATEMENTS

For the year ended December 31, 2010 and 2009, insurance expenses under this agreement aggregated \$31,461 and \$32,443, respectively.

- D. In 2010 and 2009, respectively, dividends paid to its sole common stockholder and parent company, Coventry Healthcare, Inc were \$1,616,000 and \$0 million.
- E. The Plan provided general management services and administrative services to Wellpath of South Carolina, Inc. (Wellpath) a wholly owned subsidiary of the Parent Company. Under the terms of the management services agreement between the Plan and Wellpath, the Plan earned management fees of \$0 and \$91,688 in 2010 and 2009, respectively. This agreement was terminated as of September 30 2009.
- F. The Plan provided administrative services to Coventry Healthcare of Delaware (CHD), a wholly owned subsidiary of the Parent Company. Under the terms of the management services agreement between the Plan and CHD, the Plan earned management fees of \$71,634 and \$100,973 in 2010 and 2009, respectively. This agreement was terminated as of September 30, 2010.

11. Debt

Not Applicable.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefits Plans

- A. The Plan does not sponsor a Defined Benefit Plan
- B. The Plan participates in a qualified, defined contribution plan sponsored by Coventry Health Care, Inc. The Plan has no legal employees at the Plan. The Plan's share of the employer contributions for the defined contribution plan was \$131,768 and \$148,707 for the years ended December 31, 2009 and 2008, respectively.
- C. The Plan does not offer multiple-employer plans.
- D. The Plan does not offer consolidated/holding company plans.
- E. The Plan does not have an obligation for any post-employment benefits or compensated absences.
- F. Impact of Medicare Modernization Act on Post retirement Benefits – Not Applicable.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

- A. The Plan authorized 1,000 shares of capital stock with a par value of \$0.01. All shares are issued and outstanding at December 31, 2010 and 2009.
- B. On October 31, 2010, the Plan paid an ordinary dividend to its sole common stockholder and parent company, Coventry Healthcare, Inc of \$1.6 million.
- C. The commissioner of the State of Michigan Office of Financial and Insurance Regulation may limit or disallow the payment of ordinary or extraordinary dividends. Dividends shall be declared or paid only from earned surplus, unless the commissioner approves the dividend prior to payment. Additionally, extraordinary dividends, or any other extraordinary distribution, shall not be paid until 30 days after the commissioner has received notice of the declaration and has not disapproved or has approved the payment. An extraordinary dividend or distribution is defined as any dividend or distribution of cash or other property whose fair market value together with that of other dividends or distributions made within the preceding 12 months exceeds the greater of 10% of the insurer's surplus as of December 31 of the immediately preceding year, or net income, not including realized capital gains, for the 12-month period ending December 31 of the immediately preceding year.
- D. \$1,000,000 of investments held are restricted pursuant to State of Michigan requirements.
- E. The Plans unassigned funds were reduced by cumulative unrealized losses of \$272,292 and \$286,056 at December 31, 2010 and December 31, 2009, respectively.

14. Contingencies

Not Applicable.

15. Leases

The Plan leases its office space. The initial lease term was October 1, 2004 to September 30, 2009 with an option to extend the initial lease term for two additional five year periods. The initial lease agreement was amended effective September 1, 2009. The current lease term is September 1, 2009 to August 31, 2015 with a right to extend the initial lease term for two additional three year periods. The Plan, however, has a right to terminate the lease August 31, 2012. Rent expense under the lease agreements for the years ended December 31, 2010 and 2009 were \$207,571 and \$276,740, respectively. The aggregate minimum future payments under the terms of the current lease agreement is \$430,406. Minimum lease payments for each of the four succeeding years are as follows: 2011 - \$261,908; 2012 - 168,498; 2013 - \$0; 2014 - \$0.

16. Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

Not Applicable.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

Not Applicable.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

NOTES TO FINANCIAL STATEMENTS

Not Applicable.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not Applicable.

20. Fair Value Measurements

The Plan did not have any bonds rated 3 or below which are carried at fair value in the Balance Sheet.

21. Other Items

Not Applicable.

22. Events Subsequent

Subsequent events have been evaluated through February 25, 2010. At, and for the periods ending, December 31, 2010 and 2009, the Plan did not have any Type I or Type II subsequent events requiring recording in the financial statements or disclosure.

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

- 1. Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?
Yes() No(X)
If yes, give full details.
- 2. Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?
Yes() No(X)
If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

- 1. Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?
Yes() No(X)
 - a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation of the reporting entity to the reinsurer, and for which such obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate.
 - b. What is the total amount of reinsurance credit taken, whether as an asset or as a reduction of liability for this agreement in this statement? \$0
- 2. Does the reporting entity have any reinsurance agreement in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collect under the reinsured policies?
Yes() No(X)
If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

- 1. What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making these estimates. \$0
- 2. Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?
Yes() No(X)
If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreement or amendments?

B. Uncollectible Reinsurance
Not Applicable.

C. Commutation of Ceded Reinsurance
Not Applicable

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination
Not applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves for incurred claims and claim adjustment expenses attributable to insured events of prior years decreased \$1,524,343. Original estimates are increased or decreased as additional information becomes known regarding individual claims. No additional premiums or return premiums have been accrued as a result of the prior year effects.

NOTES TO FINANCIAL STATEMENTS

26. **Intercompany Pooling Arrangements**
Not Applicable.

27. **Structured Settlements**
Not Applicable.

28. **Health Care Receivables**

The Plan did not have any receivables recorded for pharmaceutical rebates or risk sharing arrangements at December 31, 2010 and 2009.

29. **Participating Policies**

Not Applicable.

30. **Premium Deficiency Reserves**

At December 31, 2010 and 2009, a premium deficiency reserve was determined not to be necessary.

31. **Anticipated Salvage and Subrogation**

At December 31, 2010 and 2009, no anticipated salvage and subrogation has been deducted from the liability for unpaid claims or losses.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes ☒ No ☐
- 1.2

If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations?

Yes ☒ No ☐ N/A ☐
- 1.3

State Regulating?

Michigan
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
- 3.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009
- 3.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2009
- 3.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

09/30/2010
- 3.4

By what department or departments? The Office of Financial and Insurance Services.
- 3.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☐ No ☐ N/A ☒
- 3.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ N/A ☐
- 4.1

During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.11 sales of new business?

Yes ☐ No ☒

4.12 renewals?

Yes ☐ No ☒
- 4.2

During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.21 sales of new business?

Yes ☐ No ☒

4.22 renewals?

Yes ☐ No ☒
- 5.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 5.2

If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

- 6.1

Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 6.2

If yes, give full information
- 7.1

Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity?

Yes ☐ No ☒
- 7.2

If yes,

7.21 State the percentage of foreign control

7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact).

1 Nationality	2 Type of Entity

GENERAL INTERROGATORIES

8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [] No [X]

8.2

If response to 8.1 is yes, please identify the name of the bank holding company.

8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [] No [X]

8.4

If response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

9.

What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?.....
Ernst & Young, LLP, 621 E. Pratt Street, Baltimore, MD 21202.....

10.1

Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation?

Yes [] No [X]

10.2

If the response to 10.1 is yes, provide information related to this exemption:.....

10.3

Has the insurer been granted any exemptions to the audit committee requirements as allowed in Section 14H of the Annual Financial Reporting Model Regulation, or substantially similar state law or regulation?

Yes [] No [X]

10.4

If the response to 10.3 is yes, provide information related to this exemption:.....

10.5

Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation?

Yes [] No [X]

10.6

If the response to 10.5 is yes, provide information related to this exemption:.....

10.7

Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws?

Yes [X] No [] N/A []

10.8

If the response to 10.7 is no or n/a, please explain.....

11.

What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?.....
Kirsten Barnum, Manager, Actuarial Services, Coventry HealthCare Inc., 6705 Rockledge Drive, Suite 900 Bethesda, MD 20817.....

12.1

Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly?.....

Yes [] No [X]

12.11

Name of real estate holding company

12.12

Number of parcels involved.....

12.13

Total book/adjusted carrying value..... \$.....

12.2

If yes, provide explanation.....

13.

FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:

13.1

What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?.....

13.2

Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located?

Yes [] No []

13.3

Have there been any changes made to any of the trust indentures during the year?

Yes [] No []

13.4

If answer to (13.3) is yes, has the domiciliary or entry state approved the changes?

Yes [] No [] N/A []

14.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?

Yes [X] No []

a.

Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

b.

Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

c.

Compliance with applicable governmental laws, rules and regulations;

d.

The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

e.

Accountability for adherence to the code.

14.11

If the response to 14.1 is no, please explain:.....

14.2

Has the code of ethics for senior managers been amended?

Yes [X] No []

14.21

If the response to 14.2 is yes, provide information related to amendment(s).....
The code of ethics was amended for all employees to reflect current practices and make minor corrections.....

14.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]

14.31

If the response to 14.3 is yes, provide the nature of any waiver(s).....

GENERAL INTERROGATORIES

BOARD OF DIRECTORS

15. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof?

Yes ☒ No ☐
16. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof?

Yes ☒ No ☐
17. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person?

Yes ☒ No ☐

FINANCIAL

18. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)?

Yes ☐ No ☒
- 19.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):

19.11 To directors or other officers

\$

19.12 To stockholders not officers

\$

19.13 Trustees, supreme or grand (Fraternal only)

\$
- 19.2 Total amount of loans outstanding at end of year (inclusive of Separate Accounts, exclusive of policy loans):

19.21 To directors or other officers

\$

19.22 To stockholders not officers

\$

19.23 Trustees, supreme or grand (Fraternal only)

\$
- 20.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement?

Yes ☐ No ☒
- 20.2 If yes, state the amount thereof at December 31 of the current year:

20.21 Rented from others

\$

20.22 Borrowed from others

\$

20.23 Leased from others

\$

20.24 Other

\$
- 21.1 Does this statement include payments for assessments as described in the *Annual Statement Instructions* other than guaranty fund or guaranty association assessments?

Yes ☐ No ☒
- 21.2 If answer is yes:

21.21 Amount paid as losses or risk adjustment

\$

21.22 Amount paid as expenses

\$

21.23 Other amounts paid

\$
- 22.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes ☐ No ☒
- 22.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$

INVESTMENT

- 23.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 23.3)

Yes ☒ No ☐
- 23.2 If no, give full and complete information, relating thereto
- 23.3 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)
- 23.4 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions?

Yes ☐ No ☐ NA ☒
- 23.5 If answer to 23.4 is yes, report amount of collateral for conforming programs.

\$
- 23.6 If answer to 23.4 is no, report amount of collateral for other programs.

\$
- 23.7 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract?

Yes ☐ No ☐ NA ☒
- 23.8 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%?

Yes ☐ No ☐ NA ☒
- 23.9 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending?

Yes ☐ No ☐ NA ☒

GENERAL INTERROGATORIES

24.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 20.1 and 23.3). Yes [X] No []

24.2 If yes, state the amount thereof at December 31 of the current year:

24.21	Subject to repurchase agreements	\$.....
24.22	Subject to reverse repurchase agreements	\$.....
24.23	Subject to dollar repurchase agreements	\$.....
24.24	Subject to reverse dollar repurchase agreements	\$.....
24.25	Pledged as collateral	\$.....
24.26	Placed under option agreements	\$.....
24.27	Letter stock or securities restricted as to sale	\$.....
24.28	On deposit with state or other regulatory body	\$.....1,048,866
24.29	Other	\$.....

24.3 For category (24.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount
.....
.....
.....
.....
.....

25.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]

25.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [] N/A []
If no, attach a description with this statement.

26.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No [X]

26.2 If yes, state the amount thereof at December 31 of the current year. \$.....

27. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping agreements of the NAIC *Financial Condition Examiners Handbook*? Yes [X] No []

27.01 For agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian's Address
Citibank, N.A.....	3800 Citigroup Center, Building B02/08 Tampa, FL 33610-9122.....
.....

27.02 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....
.....

27.03 Have there been any changes, including name changes, in the custodian(s) identified in 27.01 during the current year? Yes [] No [X]

27.04 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....
.....

27.05 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository Number(s)	2 Name	3 Address
107423.....	Conning, Inc.....	One Financial Place, Hartford, CT 06103.....
25995.....	Citigroup, N.A.....	3800 Citigroup Center, Building B02/08, Tampa, FL 33610-9122.....

GENERAL INTERROGATORIES

28.1 Does the reporting entity have any diversified mutual funds reported in Schedule D - Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])? Yes [] No [X]

28.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
28.2001. 000000-00-0.....		
28.2002. 000000-00-0.....		
28.2999 TOTAL		0

28.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation

29. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
29.1 Bonds.....	45,386,376	46,084,563	698,187
29.2 Preferred Stocks.....	0		0
29.3 Totals	45,386,376	46,084,563	698,187

29.4 Describe the sources or methods utilized in determining the fair values:.....
A widely accepted third party vendor, followed by a hierachy using broker/dealer quotes, Bloomberg, Yield Book analytic model and a benchmark to index model.....

30.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D?..... Yes [X] No []

30.2 If the answer to 30.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes [] No [X]

30.3 If the answer to 30.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:.....
Prices are obtained from the dealers/market makers for these securities. These prices are non-binding but represent their best estimate of fair market value.....

31.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? Yes [X] No []

31.2 If no, list exceptions:.....

GENERAL INTERROGATORIES

OTHER

- 32.1 Amount of payments to Trade associations, service organizations and statistical or rating bureaus, if any? \$
- 32.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
.....	\$.....
.....	\$.....
.....	

- 33.1 Amount of payments for legal expenses, if any? \$
- 33.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
.....	\$.....
.....	\$.....
.....	

- 34.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? \$
- 34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
.....	\$.....
.....	\$.....
.....	

GENERAL INTERROGATORIES
PART 2 - HEALTH INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force?

Yes [] No [X]

1.2 If yes, indicate premium earned on U. S. business only

\$0

1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit?

\$

1.31 Reason for excluding

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above.

\$

1.5 Indicate total incurred claims on all Medicare Supplement Insurance.

\$0

1.6 Individual policies:

Most current three years:

1.61 Total premium earned

\$0

1.62 Total incurred claims

\$0

1.63 Number of covered lives

.....0

All years prior to most current three years:

1.64 Total premium earned

\$0

1.65 Total incurred claims

\$0

1.66 Number of covered lives

.....0

1.7 Group policies:

Most current three years:

1.71 Total premium earned

\$0

1.72 Total incurred claims

\$0

1.73 Number of covered lives

.....0

All years prior to most current three years:

1.74 Total premium earned

\$0

1.75 Total incurred claims

\$0

1.76 Number of covered lives

.....0

2. Health Test:

		1		2
		Current Year		Prior Year
2.1	Premium Numerator	\$187,640,450	\$	.....188,809,938
2.2	Premium Denominator	\$187,640,451	\$	.....188,809,938
2.3	Premium Ratio (2.1/2.2)	.....1.000		.....1.000
2.4	Reserve Numerator	\$19,158,925	\$	.....17,651,961
2.5	Reserve Denominator	\$19,158,925	\$	.....17,651,961
2.6	Reserve Ratio (2.4/2.5)	.....1.000		.....1.000

3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits?

Yes [] No [X]

3.2 If yes, give particulars:

4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency?

Yes [X] No []

4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered?

Yes [X] No []

5.1 Does the reporting entity have stop-loss reinsurance?

Yes [X] No []

5.2 If no, explain:

5.3 Maximum retained risk (see instructions)

5.31 Comprehensive Medical

\$330,000

5.32 Medical Only

\$

5.33 Medicare Supplement

\$

5.34 Dental and Vision

\$

5.35 Other Limited Benefit Plan

\$

5.36 Other

\$

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:
Hold harmless provision in provider contracts; Insolvency continuation agreement with Coventry Health & Life and contingency reserve of \$1.0 million.

7.1 Does the reporting entity set up its claim liability for provider services on a service date basis?

Yes [X] No []

7.2 If no, give details:

8. Provide the following information regarding participating providers:

8.1 Number of providers at start of reporting year

.....2,375

8.2 Number of providers at end of reporting year

.....2,658

9.1 Does the reporting entity have business subject to premium rate guarantees?

Yes [] No [X]

9.2 If yes, direct premium earned:

9.21 Business with rate guarantees between 15-36 months

.....

9.22 Business with rate guarantees over 36 months

.....

GENERAL INTERROGATORIES
PART 2 - HEALTH INTERROGATORIES

10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts?

Yes [X] No []

10.2 If yes:

10.21 Maximum amount payable bonuses

\$.....1,400,681

10.22 Amount actually paid for year bonuses

\$.....1,400,681

10.23 Maximum amount payable withholds

\$.....

10.24 Amount actually paid for year withholds

\$.....

11.1 Is the reporting entity organized as:

11.12 A Medical Group/Staff Model,

Yes [] No [X]

11.13 An Individual Practice Association (IPA), or,

Yes [X] No []

11.14 A Mixed Model (combination of above) ?

Yes [] No [X]

11.14 A Mixed Model (combination of above) ?

Yes [X] No []

11.2 Is the reporting entity subject to Minimum Net Worth Requirements?

Michigan.....

11.3 If yes, show the name of the state requiring such net worth.

\$.....11,192,506

11.4 If yes, show the amount required.

Yes [] No [X]

11.5 Is this amount included as part of a contingency reserve in stockholder's equity?

Yes [] No [X]

11.6 If the amount is calculated, show the calculation.

Risk Based Capital CAL

12. List service areas in which reporting entity is licensed to operate:

1
Name of Service Area
Wayne County, Michigan.....
Oakland County, Michigan.....
.....

13.1 Do you act as a custodian for health savings accounts?

Yes [] No [X]

13.2 If yes, please provide the amount of custodial funds held as of the reporting date.

\$.....

13.3 Do you act as an administrator for health savings accounts?

Yes [] No [X]

13.4 If yes, please provide the balance of the funds administered as of the reporting date.

\$.....

FIVE - YEAR HISTORICAL DATA

	1 2010	2 2009	3 2008	4 2007	5 2006
Balance Sheet (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28)	45,377,735	43,898,690	38,594,019	46,314,817	48,361,309
2. Total liabilities (Page 3, Line 24)	20,788,856	20,907,630	17,772,287	19,705,882	16,704,243
3. Statutory surplus	11,192,506	11,656,808	10,960,124	10,642,664	8,985,194
4. Total capital and surplus (Page 3, Line 33)	24,588,879	22,991,060	20,821,732	26,608,936	31,657,066
Income Statement (Page 4)					
5. Total revenues (Line 8)	187,760,600	186,362,532	168,013,399	166,174,744	137,961,012
6. Total medical and hospital expenses (Line 18)	158,033,174	161,454,678	152,072,173	142,624,595	107,566,076
7. Claims adjustment expenses (Line 20)	2,252,284	2,356,701	2,110,068	2,282,787	2,287,890
8. Total administrative expenses (Line 21)	23,436,650	19,747,591	12,693,853	11,080,111	10,747,676
9. Net underwriting gain (loss) (Line 24)	4,038,492	2,803,562	1,137,305	10,187,251	17,359,370
10. Net investment gain (loss) (Line 27)	820,704	880,528	1,215,005	2,103,491	2,307,671
11. Total other income (Lines 28 plus 29)	0	0	0	0	0
12. Net income or (loss) (Line 32)	3,568,461	1,616,207	2,096,741	8,445,739	13,476,025
Cash Flow (Page 6)					
13. Net cash from operations (Line 11).....	4,442,726	3,654,685	2,196,844	8,349,844	9,127,812
Risk-Based Capital Analysis					
14. Total adjusted capital.....	24,588,879	22,991,060	20,821,732	26,608,936	31,657,066
15. Authorized control level risk-based capital.....	5,596,253	5,828,377	5,480,062	5,321,332	4,492,597
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	50,923	53,912	54,707	55,778	57,945
17. Total members months (Column 6, Line 7)	629,212	648,845	659,957	689,834	706,020
Operating Percentage (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19)	84.2	85.5	85.6	81.0	73.2
20. Cost containment expenses	0.0	0.0	0.0	0.0	0.0
21. Other claims adjustment expenses	1.2	1.2	1.2	1.3	1.6
22. Total underwriting deductions (Line 23)	97.9	97.2	94.0	88.6	82.1
23. Total underwriting gain (loss) (Line 24)	2.2	1.5	0.6	5.8	11.8
Unpaid Claims Analysis					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5)	16,127,618	13,931,416	14,104,210	10,381,852	11,767,224
25. Estimated liability of unpaid claims – [prior year (Line 13, Col. 6)]	17,651,961	17,054,590	17,336,238	15,673,421	22,002,843
Investments In Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1)	0	0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Col. 1)	0	0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 24, Col. 1)	0	0	0	0	0
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)	0	0	0	0	0
30. Affiliated mortgage loans on real estate		0	0	0	0
31. All other affiliated		0	0	0	0
32. Total of above Lines 26 to 31	0	0	0	0	0

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors?..... Yes [] No []

If no, please explain:

.....

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	N							0	0
2. Alaska	AK	N							0	0
3. Arizona	AZ	N							0	0
4. Arkansas	AR	N							0	0
5. California	CA	N							0	0
6. Colorado	CO	N							0	0
7. Connecticut	CT	N							0	0
8. Delaware	DE	N							0	0
9. District of Columbia	DC	N							0	0
10. Florida	FL	N							0	0
11. Georgia	GA	N							0	0
12. Hawaii	HI	N							0	0
13. Idaho	ID	N							0	0
14. Illinois	IL	N							0	0
15. Indiana	IN	N							0	0
16. Iowa	IA	N							0	0
17. Kansas	KS	N							0	0
18. Kentucky	KY	N							0	0
19. Louisiana	LA	N							0	0
20. Maine	ME	N							0	0
21. Maryland	MD	N							0	0
22. Massachusetts	MA	N							0	0
23. Michigan	MI	L			188,695,460				188,695,460	0
24. Minnesota	MN	N							0	0
25. Mississippi	MS	N							0	0
26. Missouri	MO	N							0	0
27. Montana	MT	N							0	0
28. Nebraska	NE	N							0	0
29. Nevada	NV	N							0	0
30. New Hampshire	NH	N							0	0
31. New Jersey	NJ	N							0	0
32. New Mexico	NM	N							0	0
33. New York	NY	N							0	0
34. North Carolina	NC	N							0	0
35. North Dakota	ND	N							0	0
36. Ohio	OH	N							0	0
37. Oklahoma	OK	N							0	0
38. Oregon	OR	N							0	0
39. Pennsylvania	PA	N							0	0
40. Rhode Island	RI	N							0	0
41. South Carolina	SC	N							0	0
42. South Dakota	SD	N							0	0
43. Tennessee	TN	N							0	0
44. Texas	TX	N							0	0
45. Utah	UT	N							0	0
46. Vermont	VT	N							0	0
47. Virginia	VA	N							0	0
48. Washington	WA	N							0	0
49. West Virginia	WV	N							0	0
50. Wisconsin	WI	N							0	0
51. Wyoming	WY	N							0	0
52. American Samoa	AS	N							0	0
53. Guam	GU	N							0	0
54. Puerto Rico	PR	N							0	0
55. U.S. Virgin Islands	VI	N							0	0
56. Northern Mariana Islands	MP	N							0	0
57. Canada	CN	N							0	0
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		0	0	188,695,460	0	0	0	188,695,460	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 1		0	0	188,695,460	0	0	0	188,695,460	0
DETAILS OF WRITE-INS										
5801.	XXX								0	
5802.	XXX								0	
5803.	XXX								0	
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX		0	0	0	0	0	0	0	
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX		0	0	0	0	0	0	0	

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

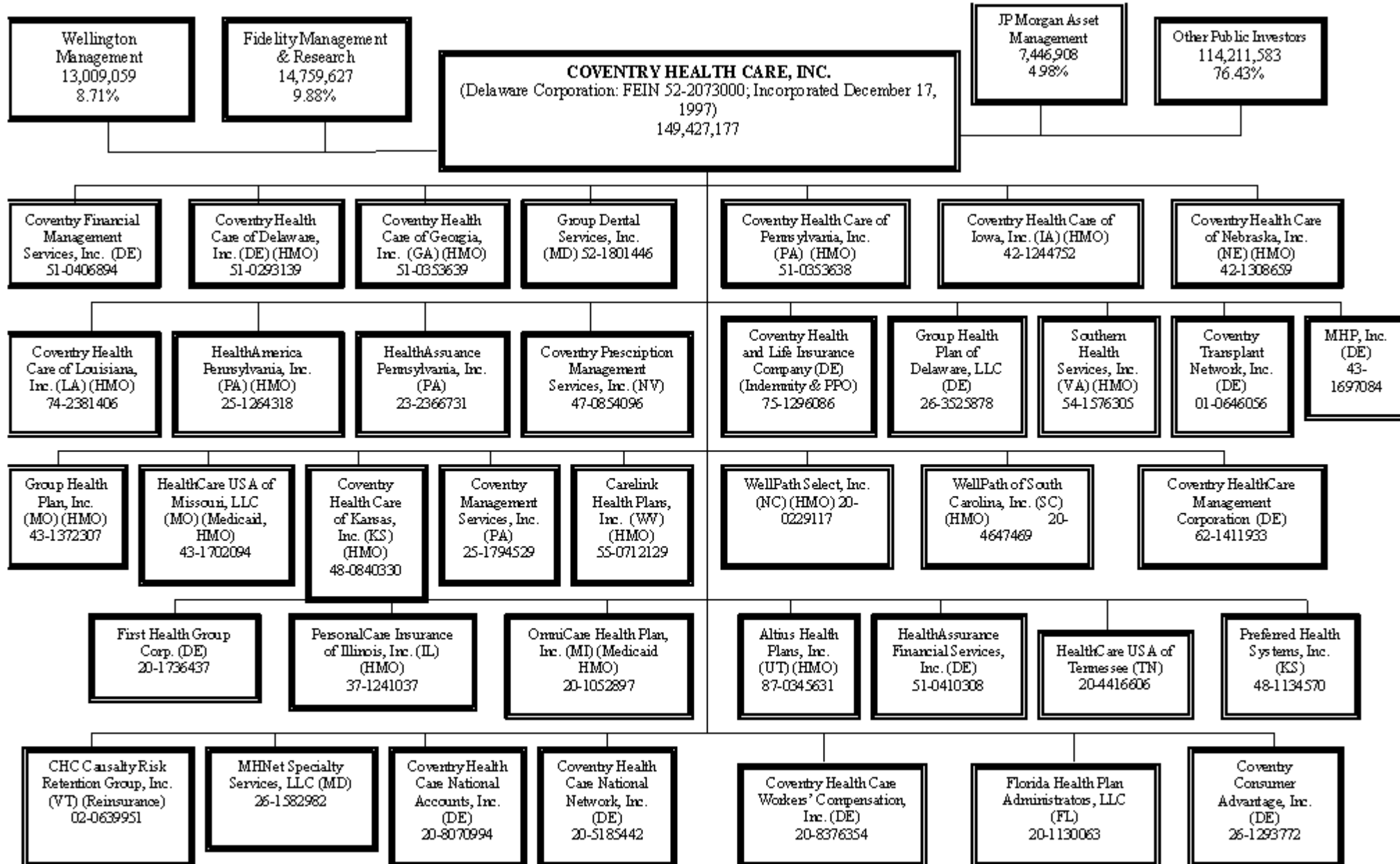
Explanation of basis of allocation by states, premiums by state, etc.: OmniCare Health Plan is only licensed as a Medicaid HMO in the State of Michigan.

2010 OMNICARE ANNUAL STATEMENT OF THE OmniCare Health Plan, Inc.

(a) Insert the number of L responses except for Canada and other Alien.

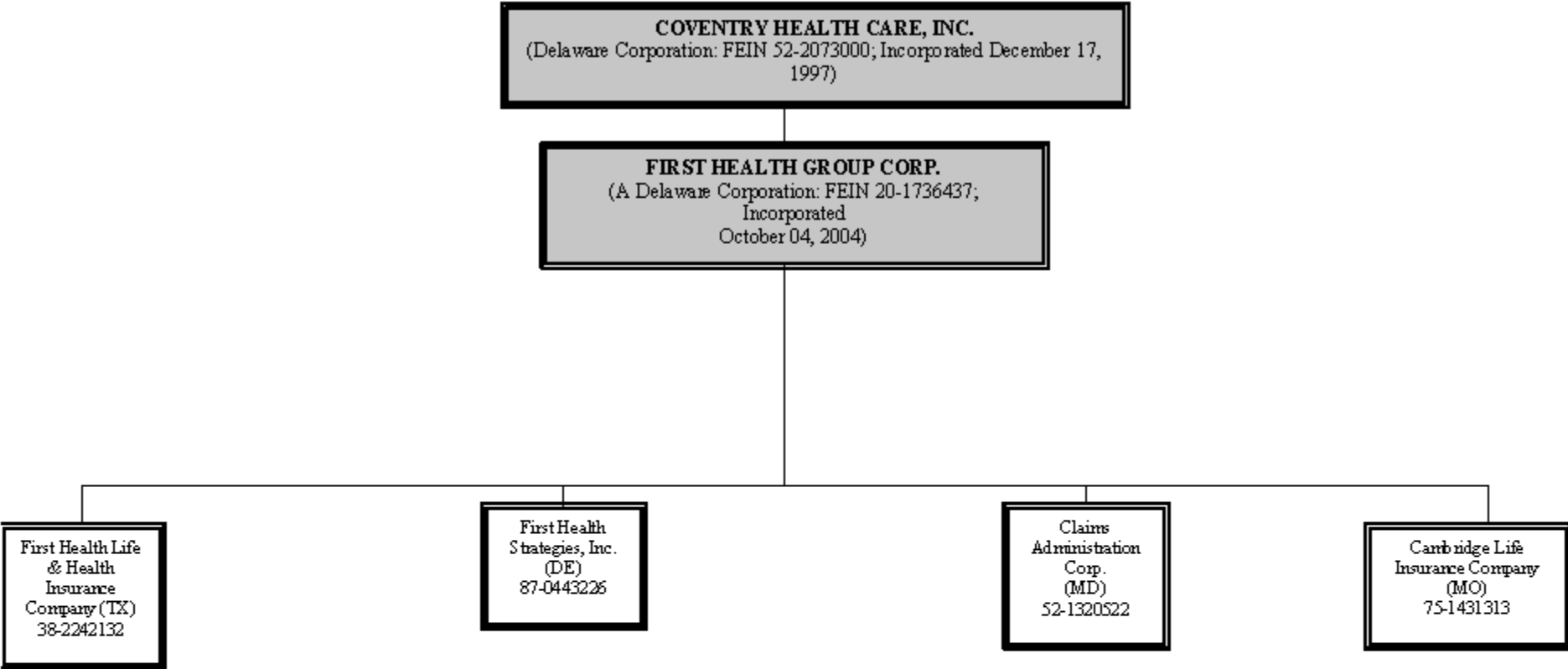
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



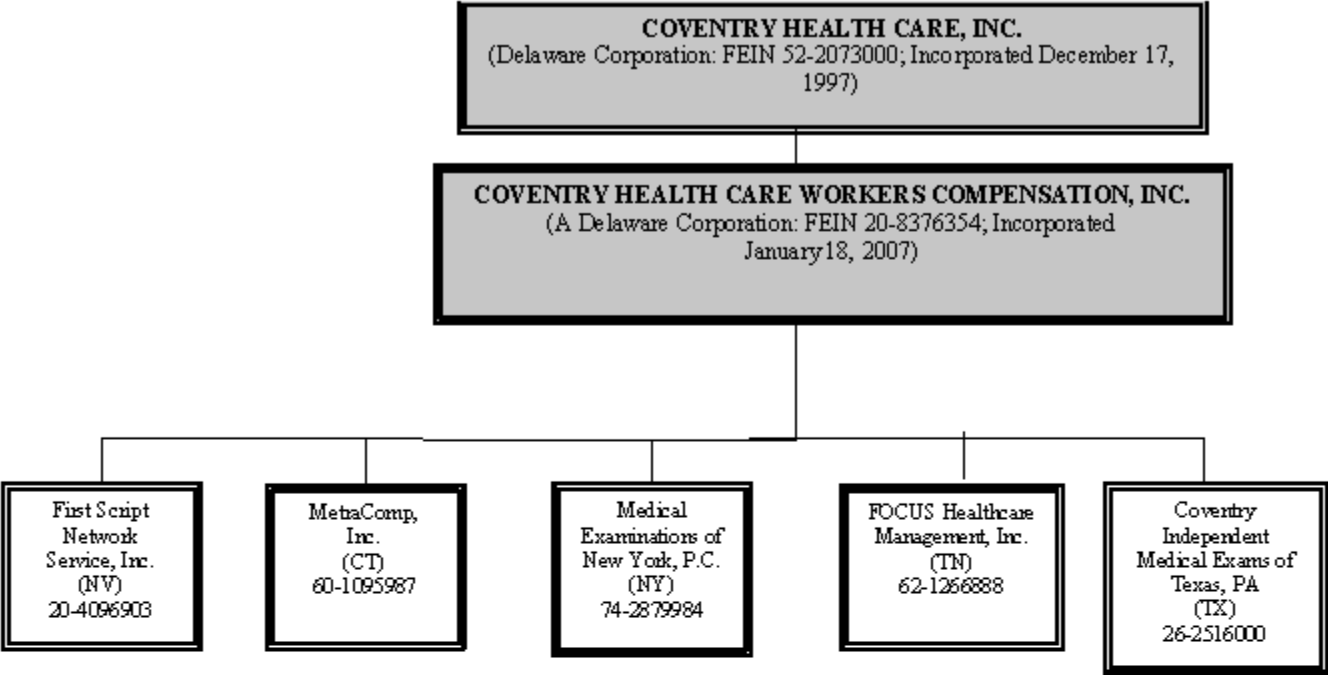
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PART 1 - ORGANIZATIONAL CHART



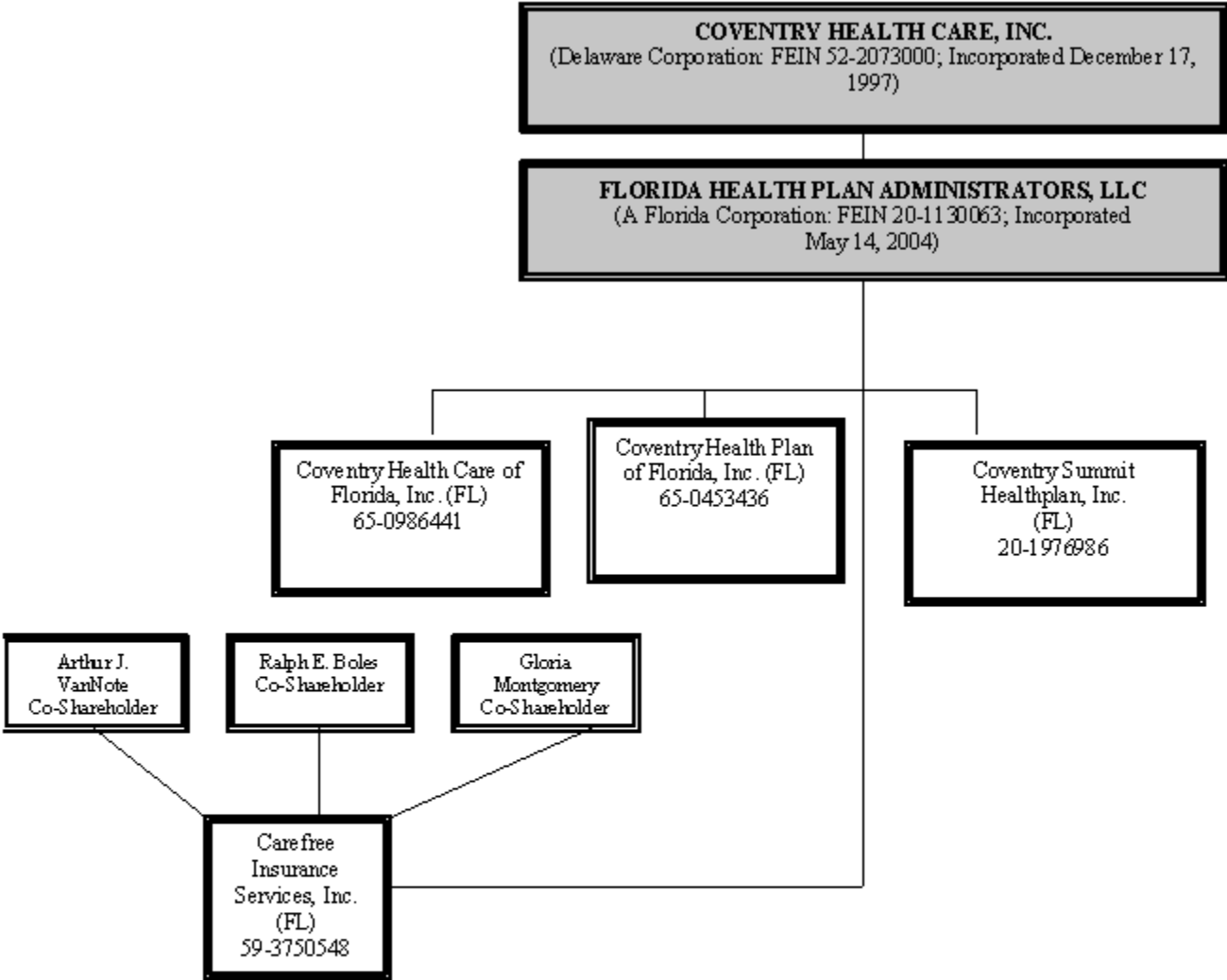
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PART 1 - ORGANIZATIONAL CHART



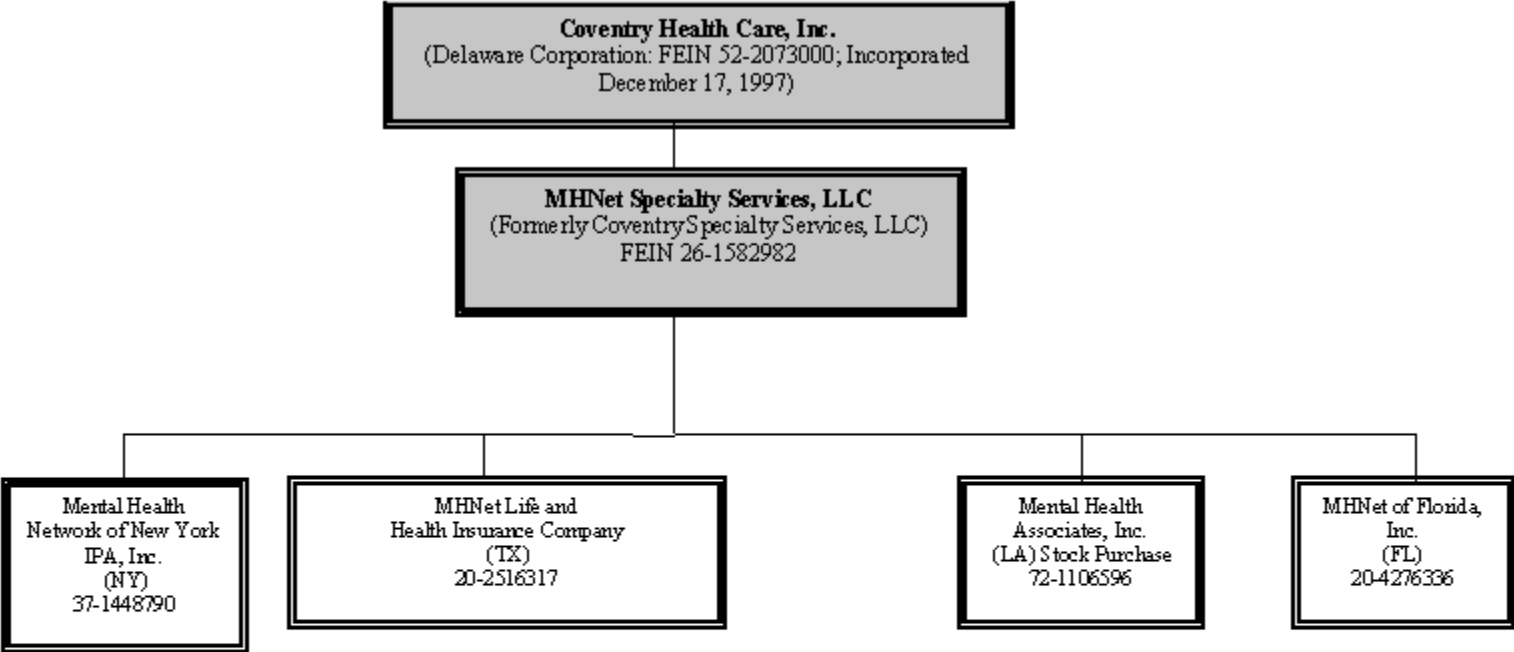
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PART 1 - ORGANIZATIONAL CHART



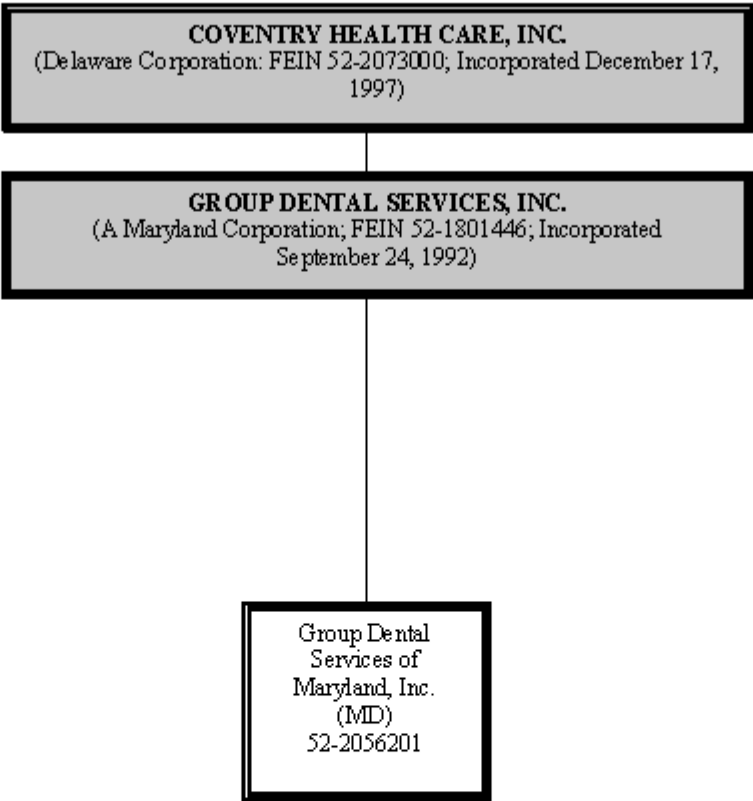
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PART 1 - ORGANIZATIONAL CHART



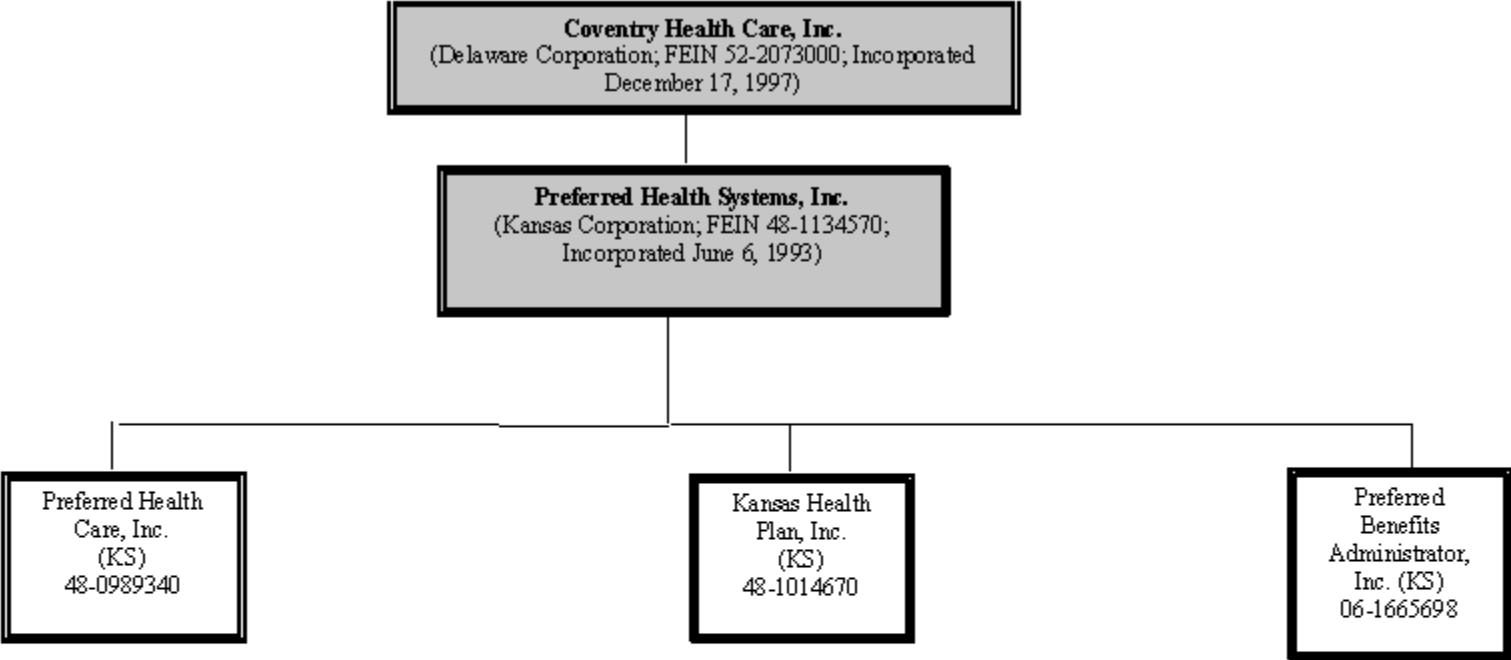
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



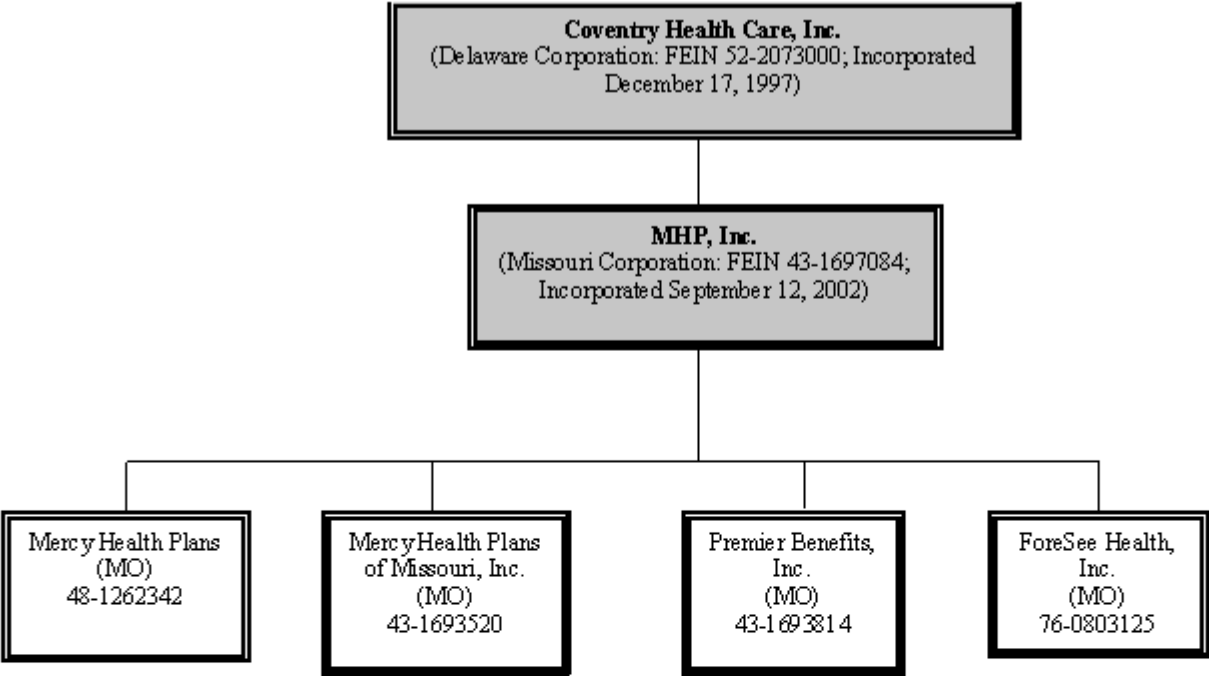
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK

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